FORM D

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM D



NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

OMB APPROVAL							
OMB Number: 3235-0076							
Expires: December 31, 1996							
Estimated average burden							
hours per response 16.00							

SEC USE ONLY							
Prefix		Serial					
DATE RECEIVED							

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Name of Offering (1.1 cl	eck if this is an a	imendment ar	id name has ch	anged, and i	ndicate ch	ange.)		
Allianc	e Petroleum	Corporat:	ion 2001-B	Private	Drilli	ng Progi	cam	
Filing Under (Check box(es			☐ Rule 505				□ ULO	<u> </u>
Type of Filing: XX New I	iling 🚨 Amer	idment *						
		A. BASIC	IDENTIFICA	TION DAT	A		. ,	
1. Enter the information re	quested about the	issuer					1 1 1 1	
Name of Issuer (check	if this is an ame e Petroleum	ndment and n		ged, and indi	cate chang	e.)	. `	
Address of Executive Office	s (N	umber and St	reet, City, Star	e, Zip Code)	Telepho	ne Number	(Includir	ig Area Code)
4150 Belden Villag						493-0440		,
Address of Principal Busine (if different from Executive	ss Operations (N					ne Number	(Includin	g Area Code)
Brief Description of Busines	is					· · · · · · · · · · · · · · · · · · ·		
Partnership	to drill and	i operate	5 to 20 c	il and ga	as well	s. (11-5	21-16311
Type of Business Organizati								
☐ corporation	🚨 limited	i partnership,	already forme	đ	☐ other (please spec	ify):	
☐ business trust	XX limited	l partnership,	to be formed					PROCESSE
Actual or Estimated Date of	Incorporation of	o Organization	Month 1 2	Year 0 1	. Actual	☐ Estin	nated	FEB 2 7 2002
Jurisdiction of Incorporation	or Organization		etter U.S., Pos ada; FN for o				0	THOMSON

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

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A. BASIC IDENTIFICATION DATA	
2. Fater the information requested for the following:	
 Each promoter of the issuer, if the issuer has been organized within the past tive years; 	
 Each beneficial owner having the power to vote or dispose, or direct the vore or disposition of, 10% securities of the issuer; 	or more of a class of equity
 Each executive officer and director of corporate issuers and of corporate general and managing partners. 	ers of partnership issuers; and
Each general and managing partner of partnership issuers.	
Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director	KKGeneral and or Managing Partner
Full Name (fast name first, if individual) Alliance Petroleum Corporation	
Business or Residence Address (Number and Street, City, State, Zip Code)	
4150 Belden Village Ave. NW, Ste.410, Canton, Ohio 44718-2553	
Check Box(es) that Apply: XPromoter Beneficial Owner Executive Officer Director	General and/or Managing Partner
Full Name (Last game first, if individual)	
Miller, John W.	
Business or Residence Address (Number and Street, City, State, Zip Code) 4150 Belden Village Ave. NW, Ste. 410, Canton, Ohio 44718-2553	
Check Box(es) that Apply: XX Promoter 🖸 Beneficial Owner 🗍 Executive Officer 🛱 Director	General and, or Managing Partner
Full Name (Last name first, if individual)	
Cockroft, Donald L.	
Business or Residence Address (Number and Street, City, State, Zip Code)	
4150 Belden Village Ave. NW, Ste. 410, Canton, Ohio 44718-2553	
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director	☐ General and/or Managing Partner
full Name (Last name first, if individual)	
Business or Residence Address. (Number and Street, City, State, Zip Code)	
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director	☐ General and or Managing Partner
full Name (Last name first, if individual)	
Business or Residence Address (Number and Street, City, State, Zip Code)	
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				В.	INFORM	ATION A	BOUT OF	FERING					
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3. Do	es the offeri	ng permi	t joint ow	nership of	a single u	nit?				· • · · · · · · · · · · · · · · · · · ·		Yes · X	No
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Business	or Residence	Addres	s (Number	and Stree	t, City, St	ate, Zip C	Code)				· · · · · · · · · · · · · · · · · · ·		
	207 G St	reet.	Antioch	ı. CA	94509								
	Associated								· · · · · · · · · · · · · · · · · · ·				
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1	McCourt,	Danie	1 .										
Business	or Residence	Address	(Number	and Street	, City, Sta	ate, Zip Co	ode)		•				
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Name of	Associated B	lroker or	Dealer										
]	Foothill	Secur	ities,	Inc.									
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Ye 1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?	5 N∪
Answer also in Appendix, Column 2, if filing under ULOE.	
2. What is the minimum investment that will be accepted from any individual?	
Yes 3. Does the offering permit joint ownership of a single unit?	s No
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.	
Full Name (Last name first, if individual)	
Flake, A. Ken	
Business or Residence Address (Number and Street, City, State, Zip Code)	
4606 FM 1960W #400, Houston, TX 77066	
Name of Associated Broker or Dealer	
Rushmore Securities Corp.	
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers	
(Check "All States" or check individual States)	States
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Full Name (Last name first, if individual) Miller, John W. Business or Residence Address (Number and Street, City, State, Zip Code) 4150 Belden Village Ave. NW, Ste. 410, Canton, OH 44718-2553	
Name of Associated Broker or Dealer	
President, Alliance Petroleum Corporation States in Which Person Listed Has Solicited or Intends to Solicit Purchasers	
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Full Name (Last name first, if individual)	
Harrell, Rob	
Business or Residence Address (Number and Street, City, State, Zip Code) 615 Menlo Ave., Menlo Park, CA 94025	
Name of Associated Broker or Dealer	
American Investors Co.	
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers	
	States
[AL] [AK] [AZ] [AR] (CA) [CO] [CT] [DE] [DC] [FL] [GA] [HI] [III]) }

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B. INFORMA	HA NOT	OUT OF	FERING				
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2. What is the minimum investment that will be accepted fi			_				· š
		*					Yes No
3. Does the offering permit joint ownership of a single unit			•				
4. Enter the information requested for each person who has be sion or similar remuneration for solicitation of purchasers to be listed is an associated person or agent of a broker of list the name of the broker or dealer. If more than five (5 or dealer, you may set forth the information for that broker.	in connec r dealer r i) persons	tion with s egistered to to be list	ales of sec with the SI ed are asso	urities in the EC and/or	he offering, with a sta	. If a perso te or state	on es,
Full Name (Last name first, if individual)							
Glaza, James F.		-					
Business or Residence Address (Number and Street, City, State	e, Zip Co	de)	· · · · · · · · · · · · · · · · · · ·			· .	
15435 Gleneagle Dr., #210, Colorado S	Springs	s, co 8	80921				
Name of Associated Broker or Dealer		•					
Rushmore Financial Group (Falcon Fin	nancia	l Servi	.ces)		•		
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Knight, Joel							
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ull Name (Last name first, if individual) Kenny, Jack					•		
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				u,,,,,	,,,							•	
lame of A	Associated	Broker or	Dealer										
tates in \	Which Pers	on Listed	Has Solici	ted or Inte	ends to So	licit Purch	asers						
(Check	"All States	" or chec	k individu	al States).								□ All S	tates
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]	
[11]	[IN]	[iA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]	
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]	
[RI]	ISC 1	[CD]	(TNI	(TY)	[[[]]]	(VT!	FVA1	TWA1	(WV)	f Wt 1	[WW]	[PR]	

1	. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.			
	Type of Security	Aggregat Offering Pi		Amount Already Sold
	Debt	s <u> </u>		5 - 0 -
	Equity	s <u> </u>		s <u> </u>
	□ Common □ Preferred			
	Convertible Securities (including warrants)	s <u> </u>		s - 0 -
	Partnership Interests			
	Other (Specify)			
	Total			
	Answer also in Appendix, Column 3, if filing under ULOE.		•	
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	Number Inv es tors		Aggregate Dollar Amount of Purchases
	Accredited Investors Through 12/28/2001	41		<u>1,299,098.90</u>
	Non-accredited Investors	8	 -	s <u>115,494.51</u>
	Total (for filings under Rule 504 only)			\$
	Answer also in Appendix, Column 4, if filing under ULOE.			
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Par C - Question 1.	Type of		Dollar Amount
	Type of offering	Security	•	Sold
	Rule 505			\$
	Regulation A			\$
	Rule 504	······		\$
	Total			S
	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.			
	Transfer Agent's Fees			\$
	Printing and Engraving Costs		χ̈-	\$_8,000
	Legal Fees		X)	<u>s 1,000</u>
	Accounting Fees		X.	s <u>150</u>
	Engineering Fees		[]	S
	Sales Commissions (specify finders' fees separately)			S
	Other Expenses (identify) Tangible Drilling Costs		X.	s <u>243,000</u>
	Total		X:	<u>\$252,150</u>

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

C. OFFERING PRICE, NUMB	ER OF INVESTORS, EXPENSES A	ND USE	OF PROCEE	OS
b. Enter the difference between the aggregate of tion I and total expenses furnished in response t "adjusted gross proceeds to the issuer."	o Part C - Question 4.a. This differer	ice is the	e	s 1,407,85
5. Indicate below the amount of the adjusted gross used for each of the purposes shown. If the amount estimate and check the box to the left of the estimate adjusted gross proceeds to the issuer set forti	ount for any purpose is not known, it ate. The total of the payments listed m	rnish an ust equa	1 [
			Payments to Officers, Directors, & Affiliates	Payments To Others
Salaries and fees		= s		□ s
Purchase of real estate			-	
Purchase, rental or leasing and installation of				
Construction or leasing of plant buildings and				
Acquisition of other businesses (including the offering that may be used in exchange for the issuer pursuant to a merger)	assets or securities of another	= s <u>.</u>	·	□ s
Repayment of indebtedness		📮 s_		□ s
Working capital	•••••	S.		□ S
Other (specify): Intangible well costs.	osts and completions	_ & s_	120,000	₹ \$1,387,850
		- .∘⊡ \$_		□ S
Column Totals			-	
Total Payments Listed (column totals added)				07,850.
). FEDERAL SIGNATURE			
The issuer has duly caused this notice to be signed by ollowing signature constitutes an undertaking by the is quest of its staff, the information furnished by the iss	ssuer to furnish to the U.S. Securities	and Exc	hange Commiss	ion, upon written re-
ssuer (Print or Type)	Signature	و د	Date	
Alliance Petroleum Corporation	John w mis	llin	Dece	mber 31, 2001
ame of Signer (Print or Type)	Title of Signer (Print or Type)	······		
John W. Miller	President			•

-ATTENTION-

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

	E. STATE SIGNATURE	
	(d), (e) or (f) presently subject to any of the disquali	
See .	Appendix, Column 5, for state response.	
2. The undersigned issuer hereby undertakes to Form D (17 CFR 239.500) at such times as	furnish to any state administrator of any state in which required by state law.	this notice is filed, a notice on
 The undersigned issuer hereby undertakes to issuer to offerees. 	furnish to the state administrators, upon written reques	t, information furnished by the
	uer is familiar with the conditions that must be satisfie ate in which this notice is filed and understands that the ring that these conditions have been satisfied.	
The issuer has read this notification and knows the undersigned duly authorized person.	e contents to be true and has duly caused this notice to	be signed on its behalf by the
Issuer (Print or Type)	Signatura	Date
Alliance Petroleum Corporation	John W. miller	December 31, 2001
Name (Print or Type)	Iste (Print or Type)	

President

Instruction:

John W.Miller

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

1	2		3	4					5	
	Intend to sell to non-accredited investors in State (Part B-Item 1)		Type of security and aggregate offering price offered in state (Part C-Item1)	Type of investor and amount purchased in State (Part C-Item 2)					Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item1)	
		'		Number of Accredited		Number of Non-Ancredited				
State	Yes	No		Investors	Amount	Investors	Amount	Yes	No	
AL			-							
AK										
AZ		<u> </u>		······						
AR										
CA	Х		Partnership	28	\$899,098.9	0 2 :	17,994.51		Х	
со	Х		Partnership	3	\$137,500	2	\$35,000		Х	
СТ										
DE										
DC										
FL					_					
GA		·								
ні										
ID										
IL					,			•		
IN									-	
IA										
KS										
KY									·	
LA	·									
ME						·				
MD										
MA										
MI										
MN							:			
MS										
мо									·	

APPENDIX	
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1	Intend to sell to non-accredited investors in State (Part B-Item 1)		Type of security and aggregate offering price offered in state (Part C-Item1)	Type of investor and amount purchased in State (Part C-Item 2) Number of Number of				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item1)	
State	Yes	No	-	Accredited Investors	Amount	Non-Accredited Investors	Amount	Yes	No
MT									
NE									
NV									
NH									
NJ			·				} -		
NM				·					
NY	Х		Partnership	1	\$75,000				Х
NC				<u> </u>					
ND								·	
ОН	X		Partnership	1	\$12,500	3	50,000		Х
ок									
OR									
PA	Х		Partnership	1	\$30,000				Х
RI									
SC				-					
SD									
TN									
TX	Х		Partnership	7	\$145,000	1	\$12,500		Х
UT									
VT			···						
VA									
WA									
wv								-	
WI									
WY									
PR									